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9/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: HERCULEADS, INC.
AUDIT NUMBER.....H97000016271
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HERCULEADS, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **HERCULEADS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **2460 NE 202 STREET AVENTURA, FLORIDA 33180.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **240 NE 202 STREET AVENTURA, FLORIDA 33180** and the name of the initial registered agent of this corporation at that address is **JOHN FISCHER.**

Prepared by: **Kim Mada, CPA PA
11900 Biscayne Blvd #220
North Miami FL 33181
(305) 895-5815**

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

JOHN FISCHER **240 NE 202 STREET**
AVENTURA FLORIDA 33180

ARTICLE VIII - Officers

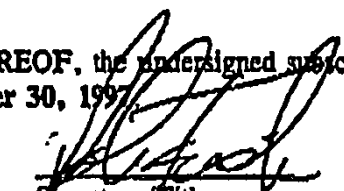
The name and title of each officers is:

JOHN FISCHER **President**
Vice President
Secretary
Treasurer

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this September 30, 1997.




Signature/Title

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **JOHN FISCHER**, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this September 30, 1997.



Notary Public, State of Florida at Large

My commission Expires:

OFFICIAL NOTARY SEAL
KIMBERLY STEPHEN MARKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC280014
MY COMMISSION EXP. JUNE 8, 1998

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT HERCULEADS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF AVENTURA, STATE OF FLORIDA 33180, HAS NAMED JOHN FISCHER, LOCATED AT 2460 NE 202 STREET, STATE OF FLORIDA 33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *John Fischer*
(Corporate Officer)
TITLE President
DATE 9/20/97

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
(Resident Agent)
DATE 9/20/97

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